



**COUNTY OF LOS ANGELES
DEPARTMENT OF CONSUMER AFFAIRS**

B-96 KENNETH HAHN HALL OF ADMINISTRATION
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MEMBERS OF THE BOARD

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YVONNE BRATHWAITE BURKE
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PASTOR HERRERA, JR.
DIRECTOR

July 26, 2002

To: SUPERVISOR ZEV YAROSLAVSKY, Chairman
SUPERVISOR GLORIA MOLINA
SUPERVISOR YVONNE BRATHWAITE BURKE
SUPERVISOR DON KNABE
SUPERVISOR MICHAEL D. ANTONOVICH

From: Pastor Herrera, Jr. 
Director

Subject: **NOTICE OF CHANGE OF CONTROL APPLICATIONS FOR ADELPHIA
COMMUNICATIONS CORP. CABLE TELEVISION FRANCHISES**

Pursuant to the "Master Cable Television System Franchise Ordinance" whenever an interest of 25% or greater in a cable television franchise changes control the County must consent to that change. AT&T Broadband through its subsidiary, TCI California Holdings, LLC, possessed 25% limited partnership interest in the following Adelphia Communications Corp. cable television franchises: "Agoura," "Glendora," "Hacienda Heights," "La Habra Heights," "Marina del Rey," "Rowland Heights" and "South Whittier."

Recently, County Counsel advised our Department that the merger of AT&T and Comcast parent corporations, that your Board approved at its meeting on July 2, 2002, triggers the County's change of control approval requirements with respect to this 25% limited partnership interest in the Adelphia cable television held by AT&T's subsidiary, TCI California Holdings, LLC. Therefore we have requested and received the change of control applications and pursuant to your directive, we are giving notice to your Board of receipt of these applications. We will be processing these applications and will advise you of any issues that may arise. Because these particular applications are more procedural than substantive and because we have already considered the necessary issues pursuant to the AT&T Comcast merger recently approved by your Board, we do not anticipate any major issues arising.

Please be aware that this transaction was neither caused by nor will be effected by Adelphia's recent bankruptcy filing. Should you have any questions, please have your staff contact me at (213) 974-9750 or Fern Taylor of my staff at (213) 974-2711.

PH:FT:el

Enclosures: Adelphia Letter, FCC Form 394 (w/o attachments)

c: Angie Castro, Field/Community Press Deputy, First District
Ta'Shara N. Murray, Deputy, Second District
Adinah Solomon, Deputy, Third District
Dick Simmons, Deputy, Fourth District
Angela Mazzie, Deputy, Fifth District

June 1, 2002

VIA CERTIFIED MAIL**(P 221 078 155)**

Mr. Pastor Herrera, Jr.
Director, Dept. of Consumer Affairs
Los Angeles County
Kenneth Hahn Hall of Administration
500 W. Temple Street, Rm. B96
Los Angeles, CA 90012

RE: LOS ANGELES COUNTY (area known as Agoura, Glendora [plus Covina], La Habra Heights [plus Brea], Rowland Heights, South Whittier, respectively, CA FRANCHISES

Dear Mr. Herrera:

Century-TCI California, L.P. ("Century"), the cable television franchisee serving your communities, is 99% owned by Century-TCI California Communications, L.P., ("Century-TCI Communications"). Century-TCI Communications is 75% owned by Century Exchange, LLC ("Century Exchange") and 25% owned by TCI California Holdings, LLC. ("TCI-California"). TCI-California is a non-managing limited partner in Century-TCI Communications, and an indirect subsidiary of AT&T Corp. AT&T Corp. and Comcast Corporation have entered into an Agreement and Plan of Merger under which Comcast and AT&T will combine their cable systems into a new company, AT&T Comcast Corporation ("AT&T Comcast"). We are writing to provide you with information regarding this transaction, and to formally request any consent that may be required by the franchises or applicable law.

Century-TCI Communications will continue to be the managing general partner of Century-TCI California, L.P. before and after the transaction. Under the terms of the transaction, AT&T Broadband Corp., a holding company for AT&T's broadband division ("AT&T Broadband"), will be spun-off to AT&T's shareholders. Upon completion of the spin-off, both Comcast and AT&T Broadband will merge with and become wholly-owned subsidiaries of AT&T Comcast. Attached for your reference please find "before" and "after" structure charts, which indicate the effect of the proposed transaction. The transfer will not change the holder of the franchises, the franchises will continue to be held by the same legal entity after the merger is complete, or in other words will still be held by Century-TCI California, L.P.



Our records indicate that the franchises may require that we obtain your consent to this transaction. To assist you in evaluation our request, we have enclosed the following materials:

•**FCC FORM 394.** Enclosed are three copies of the Federal Communications Commission's (FCC's) Form 394 and any additional copies required by your franchises. According to the FCC, the Form 394 is designed to provide you with the information necessary to assess the financial, legal and technical qualifications of the proposed new controlling entity of the franchisee's limited partner. As part of that Form, we are including any specific additional information required by the franchises. Under the FCC's rules you have a maximum of 120 days from the date you receive this information to review it and to act upon our request for consent to the merger. This timeframe may be shorter if so specified in your franchises. If you choose not to take any action within this 120-day period, under federal law your consent will be deemed granted.

•**CONSENT RESOLUTION.** For your convenience and consideration, we have also enclosed a draft resolution that addresses your consent to the transaction. We would request that this resolution be placed on your agenda for consideration at your earliest convenience.

If at any time you have any questions or concerns about the transaction or would like any additional information, please feel free to contact me as follows:

larry.windsor@adelphia.com
(310) 315-4406 Direct
(310) 264-8018 Facsimile

Thank you for your assistance in this matter.

Very truly yours,

Larry Windsor
Regional Government Affairs Manager

Enclosures

cc: Randy Fisher, Esq. (w/out enc)

FCC 394

APPLICATION FOR FRANCHISE AUTHORITY
CONSENT TO ASSIGNMENT OR TRANSFER OF CONTROL
OF CABLE TELEVISION FRANCHISE

FOR FRANCHISE AUTHORITY USE ONLY

DATE: **June 1, 2002**

1. Community Unit Identification Number: **CA0258, CA1219, CA0753, CA0960, CA1168**

2. Application for: ☐ Assignment of Franchise ☒ Transfer of Control

3. Franchising authority: **County of Los Angeles**

4. Identify community where the system/franchise that is the subject of the assignment or transfer of control is located: **County of Los Angeles, CA (Agoura, Glendora [plus Covina], La Habra Heights [plus Brea], Rowland Heights, South Whittier, respectively)**

5. Date system was acquired or (for system's constructed by the transferor/assignor) the date on which service was provided to the first subscriber in the franchise area:

N/A

6. Proposed effective date of closing of the transaction assigning or transferring ownership of the system to transferee/assignee:

As soon as all closing conditions have been satisfied

7. Attach as an Exhibit a schedule of any and all additional information or material filed with this application that is identified in the franchise as required to be provided to the franchising authority when requesting its approval of the type of transaction that is the subject of this application

Exhibit No.
1

PART I - TRANSFEROR/ASSIGNOR

1. Indicate the name, mailing address, and telephone number of the transferor/assignor.

Legal name of Transferor/Assignor (if individual, list last name first)

AT&T Corp.

Assumed name used for doing business (if any)

Mailing street address or P.O. Box

c/o AT&T Broadband, LLC, 188 Inverness Drive West, Room 6-042

City	State	ZIP Code	Telephone No. (include area code)
Englewood	CO	80112	(303) 858-5417

2. (a) Attach as an Exhibit a copy of the contract or agreement that provides for the assignment or transfer of control (including any exhibits or schedules thereto necessary in order to understand the terms thereof). If there is only an oral agreement, reduce the terms to writing and attach. (Confidential trade, business, pricing or marketing information, or other information not otherwise publicly available, may be redacted).

Exhibit No.
2

(b) Does the contract submitted in response to (a) above embody the full and complete agreement between the transferor/assignor and the transferee/assignee?

☐ Yes ☒ No

Exhibit No.
See Exhibit 2

